

RODMAN & RENSHAW CAPITAL GROUP, INC.

Form 8-A12B/A

October 12, 2007

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 12, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549**

**AMENDMENT 1 TO
FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Rodman & Renshaw Capital Group, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or
Organization)

84-1374481

(I.R.S. Employer
Identification No.)

1270 Avenue of the Americas
New York, New York
(Address of Principal Executive
Offices)

10020

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12 (b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. //

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. //

Securities Act registration statement file number to which this form relates: 333-144684

**Title of Each Class
to be so Registered**

**Name of Each Exchange on Which
Each Class is to be Registered**

Common Stock, par value \$.001 per
share

Nasdaq Stock Market LLC

**Securities to be registered pursuant to Section 12(g) of the
Act:**

None

Item 1. Description of Registrant's Securities to be registered.

The description of securities required by this Item is contained in the Registration Statement of the Registrant on Form S-1, File No. 333-144684, filed with the Commission on July 19, 2007, as amended on September 20, 2007 (the "Registration Statement") and is incorporated herein by reference to such filing. See "Description of Securities."

Item 2. Exhibits

The following exhibits required to be filed by this item are either filed herewith or, pursuant to Rule 12b-32 of the Act, incorporated herein by reference to the exhibits filed by the registrant with the Registration Statement:

1. Specimen copy of the Common Stock Certificate (Exhibit 4.1 to the Registration Statement).
2. Certificate of Incorporation, as amended (Exhibit 3(i)(b) to the Registration Statement).
3. Bylaws (Exhibit 3(ii) to the Registration Statement).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: October 12, 2007

Rodman & Renshaw Capital Group, Inc.

By: /s/ Thomas G. Pinou
Thomas G. Pinou
Chief Financial Officer

EXHIBIT INDEX

No.	Description
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2.	Certificate of Incorporation, as amended (Exhibit 3(i)(b) to the Registration Statement).
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